

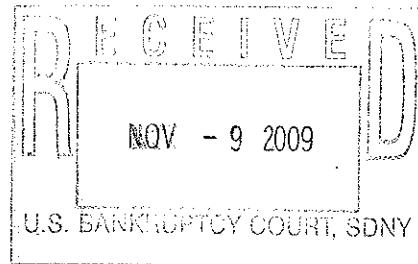
Lewis C. Brodsky & Cathy-Jane Brodsky

6829 Ridgeway Drive
Springfield, Virginia 22150
Home: (703) 451-0122
Cellular: (703) 338-4620
E-mail: lbrodsky@cox.net

November 4, 2009

To: Clerk of the United States Bankruptcy Court
for the Southern District of New York
One Bowling Green
New York, New York 10004

To: Irving H. Picard, Trustee
c/o Baker & Hostetler LLP
45 Rockefeller Plaza
New York, New York 10111



Reference: Bankruptcy Case No. 08-1789 (BRL)

The C&L Brodsky Family Trust dated 5/17/2005, Lewis C. Brodsky and Cathy Brodsky, Trustees, with an address of 6829 Ridgeway Drive, Springfield, VA 22150, herein makes formal objection to, and is in disagreement with, the Trustee's "Notice of Determination of Claim" in the Bernard L. Madoff Investment Securities LLC liquidation proceeding.

We, the undersigned, are victims of the Bernard L. Madoff Investment Securities (BLMIS) fraud. Our revocable living trust had a BLMIS account number of 1-ZA686-3-0. We are in possession of the "Notice of Trustee's Determination of Claim," dated October 16, 2009, which responds to the claim we filed with the Trustee (SIPC) on February 23, 2009. The Trustee designated our claim as Claim Number 004250 and Claim Number 100127 and reportedly combined them for the purposes of the determination. We do not know why two claim numbers were assigned because we only submitted one claim.

Per the instructions contained in the Determination Letter from the Trustee, the purpose of this communication is to provide you with our "written opposition" and grounds for disagreement with the Trustee's determination of our SIPC claim.

Legitimate expectations as investors. Our last statement from BLMIS, dated November 30, 2008 (copy attached), indicated to us that we owned shares of securities for approximately 35 well-known companies, valued at \$1,093,497. Our legitimate expectations as investors for 16 years with a broker-dealer whose letterhead and

Objection to Determination Letter – C & L Brodsky Family Trust
Page 2 of 4 pages

statements boasted SIPC membership was that BLMIS purchased these securities for us in the amounts and values stated, and that our investment was protected by SIPC.

- **Determining of account “Net Equity.”** Like several hundred other Madoff victims, we deem it objectionable that the Trustee has devised his own unique formula for determining the “net equity” in our BLMIS account (“cash-in minus cash-out”) rather than our legitimate expectations that our BLMIS account had achieved a value of nearly \$1.1 million over 16 years. We understand that the court is already examining the Trustee’s methodology for computing net equity, and that any subsequent rulings by the court will be applied to all related claims, including ours.
- **Replacement of missing securities.** We deem it objectionable that the Trustee has denied our claim for “securities” on the grounds that “no securities were ever purchased” for our account. According to Federal law (echoed publicly by SIPC president Steve Harbeck) SIPC exists to protect investors who are victimized because of failed brokerages, i.e., bankruptcies, fraud, or other catastrophes. BLMIS provided us with written documentation indicating legitimate securities were purchased for us on specific dates, in specific quantities, and at specific prices. Furthermore, all transaction slips and monthly statements we received from BLMIS matched market prices for those stocks on those dates exactly. True, BLMIS admitted committing fraud. But to deny a BLMIS investor’s claim for missing securities because the broker-dealer never actually purchased the securities is tantamount to nullifying Congressional intent in enacting the Securities Investor Protection Act. Under SIPA we believe SIPC is obligated to replace our missing securities, share for share, as shown on our November 30, 2008 BLMIS statement, up to the SIPC maximum protection amount. Only then can SIPC live up to its chartered purpose of instilling investor confidence in the market as the Congress intended.
- **Improper treatment of “inheritance” transfers between Madoff accounts.** We deem it objectionable that the Trustee adjusted downward the amount transferred into our account from a separate BLMIS account opened by Jack Brodsky in 1998. The undersigned, Lewis C. Brodsky, is Jack’s son. Jack’s account was closed in May 2005 because of his death at age 95. According to the last BLMIS statement received by Jack, dated April 30, 2005, the value of his BLMIS account was \$385,573. Jack’s revocable living trust provided for the transfer of his estate’s assets to his three children as their inheritance. Thus, each child received one-third of the balance in Jack’s BLMIS account: \$128,524.33, in the form of transfers to their respective BLMIS accounts. However, the Trustee is choosing to “adjust” the amount each child received from his/her deceased parent, allowing only \$55,667 per child based on his “cash-in minus cash-out” formula. The Trustee has thus performed “forensic accounting” on Jack’s long-closed account, knowing that the account owner is no longer alive

Objection to Determination Letter – C & L Brodsky Family Trust
Page 3 of 4 pages

to challenge these adjustments. We believe the Trustee's treatment of the inheritance should parallel tax rules governing "stepped-up basis" with regard to distribution of the assets of an estate. The inheritance money was transferred to the surviving children's accounts simply as a matter of convenience. Had the inheritance instead been paid by check to each heir, and subsequently reinvested as new deposits to their respective BLMIS accounts, the Trustee would not be making any downward adjustment. We believe each child is entitled to the full amount of his/her inheritance. The post mortem "adjustment" by the Trustee is improper. (Document attached: Relevant page from our BLMIS monthly account statement dated May 31, 2005, showing transfer of funds from Jack Brodsky's account.)

- **Account "look-back" should be limited to six years.** We deem it objectionable that the Trustee is applying his "cash-in minus cash-out" net equity formula looking back 16 years and more. Bankruptcy law provides for a look-back period of only six years.
- **"Cash-in minus cash-out" should not be applied to "Trust" accounts. Each beneficiary of the Trust is a SIPC customer entitled to SIPC insurance.** We deem it objectionable that the Trustee has elected to net out investments and withdrawals from a "trust" investment account. As previously stated, BLMIS Account No. 1-ZA686-3-0 was held for the "C&L Brodsky Family Trust, dated May 17, 2005." This is a revocable living trust, established and valid under Virginia state law. We question whether the Trustee has the authority to make adjustments based on his definition of net equity when the account owner is a valid Trust. Additionally, because the C&L Brodsky Family Trust names two beneficiaries, we believe that each of the beneficiaries is a customer under SIPC and each is entitled to SIPC insurance of up to \$500,000.

Documentation. We have already provided to the Trustee as much supporting documentation as could be found at the time we filed the claim. To this letter of objection we are attaching a copy of the Trust's last BLMIS account statement (Nov. 30, 2008); the pertinent page from our May 31, 2005 BLMIS statement showing the transfer of funds from the late Jack Brodsky's account; and Article I and signature pages from the Declaration of Trust, C&L Brodsky Family Trust, dated 5/17/2005.

The Trustee has offered to send us a check for \$62,967.67. Instead, for reasons itemized above, we believe we are each entitled to the full \$500,000 advance allowed by SIPC, either by replacement of our missing securities, or by compensatory check. Additionally, we believe we are entitled to a fair share of any recovered Madoff assets (upon conclusion of ongoing bankruptcy proceedings), proportional to the amount of our total loss of \$1.093M, minus any SIPC advance.

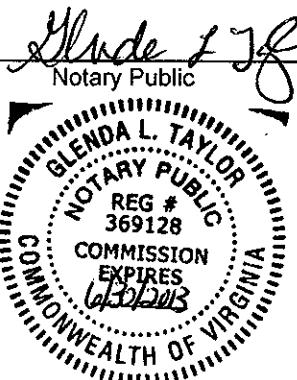
[signature page follows]

Objection to Determination Letter – C & L Brodsky Family Trust
Page 4 of 4 pages

IN WITNESS THEREOF, the undersigned, in accordance with instructions provided by the Trustee, are on this day submitting these objections to the Trustee's determination of (SIPC) claim for the C&L Brodsky Family Trust.

By: 
Lewis C. Brodsky, Trustee of the C&L Brodsky Family Trust, dated 5/17/2005

Sworn and subscribed before me this
4th day of November, 2009

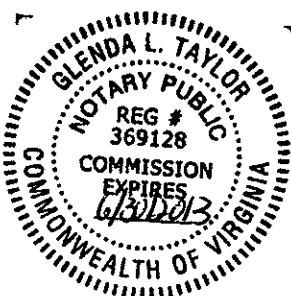


By: 
Cathy Brodsky, Trustee of the C&L Brodsky Family Trust, dated 5/17/2005

Sworn and subscribed before me this
4th day of November, 2009



Attachments as stated



885 Third Avenue
New York, NY 10022
(212) 230-2424
800 334-1343
Fax (212) 838-4061

BERNARD L. MADOFF
INVESTMENT SECURITIES LLC
New York □ London

LEWIS C BRODSKY
6 CATHY BRODSKY TRSTEES, C & L
BRODSKY FAM TST DTD 5/17/05
6829 RIDGEWAY DRIVE
SPRINGFIELD VA 22150

PAGE 1
11/30/03
YOUR TAX PAYER IDENTIFICATION NUMBER
*****7336
YOUR ACCOUNT NUMBER
1-ZA636-3-0

DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
	966			BALANCE FORWARD		65,501.25	
11/12	1,128			WELLS FARGO & CO NEW	29.800		28,824.80
11/12	690			HEWLETT PACKARD CO	34.900		24,108.00
11/12	596			WAL-MART STORES INC	55.830		33,409.34
11/12	391			INTERNATIONAL BUSINESS MACHS	87.270		34,137.57
11/12	1,449			EXXON MOBIL CORP	72.880		105,660.12
11/12	1,587			INTEL CORP	14.510		23,090.37
11/12	759			JOHNSON & JOHNSON	59.580		45,251.22
11/12	1,035			J-P MORGAN CHASE & CO	38.530		39,919.55
11/12	552			COCA COLA CO	44.660		24,674.32
11/12	322			MCDONALDS CORP	55.370		17,841.14
11/12	598			MERCK & CO	28.550		17,095.90
11/12	2,185			MICROSOFT CORP	21.810		47,741.85
11/12	1,104			ORACLE CORPORATION	17.300		19,143.20
11/12	437			PEPSICO INC	56.410		24,668.17
11/12	253			APPLE INC	100.780		25,507.34
11/12	1,863			PFIZER INC	16.940		31,633.22
11/12	437			ABBOTT LABORATORIES	54.610		23,881.57
11/12	828			PROCTER & GAMBLE CO	64.080		53,091.24
11/12	299			AMGEN INC	59.160		17,699.84
11/12	575			PHILLIP MORRIS INTERNATIONAL	43.600		25,093.00
11/12	1,380			BANK OF AMERICA	21.590		29,849.20
11/12	460			QUALCOMM INC	33.770		15,552.20
11/12	1,495			CITI GROUP INC	12.510		18,761.45

CONTINUED ON PAGE 2

PLEASE RETAIN THIS STATEMENT FOR INCOME TAX PURPOSES

Madoff Securities International Limited
12 Berkeley Street
Mayfair, London W1 8DT
Tel 020 7423 6222
Affiliated with

8835 Third Avenue
New York, NY 10022
(212) 230-2424
800 334-1343
Fax (212) 838-4061

LEWIS C BRODSKY
& CATHY BRODSKY TSTEES, C & L
BRODSKY FAM TST DTD 5/17/05
6829 RIDGENWAY DRIVE
SPRINGFIELD VA 22150

PERIOD ENDING	11/30/03
PAGE	2
YOUR ACCOUNT NUMBER	1-ZA586-3-0
YOUR TAX PAYER IDENTIFICATION NUMBER	*****7336

PLEASE RETAIN THIS STATEMENT FOR INCOME TAX PURPOSES

Affiliated with
 Madoff Securities International Limited
 12 Berkeley Street
 Mayfair, London W1 8DF
 Tel 020 7493 6222

BERNARD L. MADOFF
 INVESTMENT SECURITIES LLC
 New York London

LEWIS C. BRODSKY
 & CATHY BRODSKY TRUSTEES, C & L
 BRODSKY FAM TST DTD 5/17/05
 6829 RIDGEWAY DRIVE
 SPRINGFIELD VA 22150

DATE	BOUGHT RECEIVED ON LONG	SOLD DELIVERED OR SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
11/19		26,851	53728	FIDELITY SPARTAN U S TREASURY MONEY MARKET	1		26,851.00
11/19	75,000		58196	U S TREASURY BILL DUE 03/26/2009	99.926	74,944.50	
11/19		20,816	62764	FIDELITY SPARTAN U S TREASURY MONEY MARKET	1	20,818.00	
				NEW BALANCE			129,763.25
				SECURITY POSITIONS	MKT PRICE		
				AT&T INC	28.560		
				ABBOTT LABORATORIES	52.390		
				AMGEN INC	55.540		
				APPLE INC	92.670		
				BANK OF AMERICA	16.250		
				CHEVRON CORP	79.010		
				CISCO SYSTEMS INC	16.540		
				CITI GROUP INC	8.290		
				COCA COLA CO	46.870		
				COMCAST CORP	17.340		
				CL A			
				CONOCOPHILIPS	52.520		
				EXXON MOBIL CORP	30.150		
				GENERAL ELECTRIC CO	17.170		
				CONTINUED ON PAGE	4		

PLEASE RETAIN THIS STATEMENT FOR INCOME TAX PURPOSES

PAGE
4

PERIOD ENDING
11/30/08

YOUR TAX PAYMENT IDENTIFICATION NUMBER
1-ZA686-3-0
*****7336

YOUR ACCOUNT NUMBER
1-ZA686-3-0

885 Third Avenue
 New York, NY 10022
 (212) 230-2424
 800 334-1343
 Fax (212) 838-4061

BERNARD L. MADOFF
 INVESTMENT SECURITIES LLC
 New York London
 MADF

LEWIS C BRODSKY
 & CATHY BRODSKY TRUSTS, C & L
 BRODSKY FAM TST DTD 5/17/05
 6829 RIDGEWAY DRIVE
 SPRINGFIELD VA 22150

DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
	69			GOOGLE		292.960	
	690			HEWLETT PACKARD CO		35.280	
1,587				INTEL CORP		13.800	
1,391				INTERNATIONAL BUSINESS MACHS		91.600	
1,035				J.P. MORGAN CHASE & CO		31.660	
759				JOHNSON & JOHNSON		58.580	
322				MCDONALDS CORP		58.750	
598				MERCK & CO		26.720	
2,185				MICROSOFT CORP		20.220	
1,104				ORACLE CORPORATION		16.090	
437				PEPSICO INC		56.700	
1,863				PFIZER INC		16.430	
575				PHILLIP MORRIS INTERNATIONAL		42.160	
828				PROCTER & GAMBLE CO		64.350	
460				QUALCOMM INC		33.570	
345				SCHLUMBERGER LTD		50.740	
20,618				FIDELITY SPARTAN		1	
				U S TREASURY MONEY MARKET			
				U S BANCORP			
				UNITED PARCEL SVC INC			
				CLASS B			
				U S TREASURY BILL			
				CLASS B			
				3/26/2009			
				UNITED TECHNOLOGIES CORP			
				CONTINUED ON PAGE 5			

PLEASE RETAIN THIS STATEMENT FOR INCOME TAX PURPOSES

Affiliated with
 Madoff Securities International Limited
 12 Berkeley Street
 Mayfair, London W1J 8JT
 Tel 020 7493 6222

PAGE
5

PERIOD ENDING
11/30/09

YOUR TAX PAYER IDENTIFICATION NUMBER
1-7A686-3-0
*****7336

DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
	782 598 966			VERIZON COMMUNICATIONS WAL-MART STORES INC WELLS FARGO & CO NEW MARKET VALUE OF SECURITIES LONG 1,109,136.92	32•650 55•880 28•890		

885 Third Avenue
 New York, NY 10022
 (212) 230-2424
 800 334-1343
 Fax (212) 838-4061

BERNARD L. MADOFF
 INVESTMENT SECURITIES LLC
 New York □ London



LEWIS C BRODSKY
 6 CATHY BRODSKY TRSSES, C & L
 BRODSKY FAM TST DTD 5/17/05
 6829 RIDGEWAY DRIVE
 SPRINGFIELD VA 22150

PLEASE RETAIN THIS STATEMENT FOR INCOME TAX PURPOSES

885 Third Avenue
New York, NY 10022
(212) 230-2424
800 334-1343
Fax (212) 838-4061

BERNARD L. MADOFF
INVESTMENT SECURITIES LLC
New York □ London


LEWIS C BRODSKY
& CATHY BRODSKY TRUSTEES, C & L
BRODSKY FAM TST DTD 5/17/05
6829 RIDGEWAY DRIVE
SPRINGFIELD VA 22150

PAGE
6

PERIOD ENDING
11/30/03

YOUR ACCOUNT NUMBER
1-ZA586-3-0
YOUR TAX PAYER IDENTIFICATION NUMBER
*****7336

DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
YEAR-TO-DATE SUMMARY							
DIVIDENDS GROSS PROCEEDS FROM SALES							
7-466097 6,187,490.04							
1-7A586-3-0							

PLEASE RETAIN THIS STATEMENT FOR INCOME TAX PURPOSES

PAGE
1

PERIOD ENDING
11/30/08

YOUR TAX PAYEE IDENTIFICATION NUMBER
--7336

YOUR ACCOUNT NUMBER
1-ZA686-4-0

885 Third Avenue
New York, NY 10022
(212) 230-2424
800 334-1343
Fax (212) 838-4061

BERNARD L. MADOFF
INVESTMENT SECURITIES LLC
New York London
LEWIS C BRODSKY
6 CATHY BRODSKY TRSTEES, C & L
BRODSKY FAM TST DTD 5/17/05
6829 RIDGEWAY DRIVE
SPRINGFIELD VA 22150

DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
11/12			23	BALANCE FORWARD			
11/12			23	S & P 100 INDEX NOVEMBER 460 CALL	15.800		65,502.00
11/19			23	S & P 100 INDEX NOVEMBER 450 PUT	17.800	36,317.00	
11/19			23	S & P 100 INDEX DECEMBER 430 CALL	2.6		663.00
11/19			23	S & P 100 INDEX DECEMBER 420 PUT	3.0		59,777.00
11/19			23	S & P 100 INDEX NOVEMBER 460 CALL	3		85,071.00
11/19			23	S & P 100 INDEX NOVEMBER 450 PUT	37		129,764.00
				NEW BALANCE			
				SECURITY POSITIONS			
			23	S & P 100 INDEX DECEMBER 430 CALL	23.300		
			23	S & P 100 INDEX DECEMBER 420 PUT	16.500		
				MARKET VALUE OF SECURITIES			
				LONG	53,590.00-		
				SHORT			

PLEASE RETAIN THIS STATEMENT FOR INCOME TAX PURPOSES

885 Third Avenue

New York, NY 10022

(212) 230-2424

300 334-1343

Fax (212) 338-4061

BERNARD L. MADOFF

CATHY BRODSKY

E JORDANNA M BRODSKY TIC

6829 RIDGEWAY DRIVE

SPRINGFIELD VA 22150

MADF INVESTMENT SECURITIES LLC
 New York London

LEWIS C BRODSKY

CATHY BRODSKY

E JORDANNA M BRODSKY TIC

6829 RIDGEWAY DRIVE

SPRINGFIELD VA 22150

24

5/31/05

213.110.10

115-38-7336

PERIOD ENDING

PAGE

1

YOUR TAX PAYER IDENTIFICATION NUMBER

1-7A6886-3-0

YOUR ACCOUNT NUMBER

115-38-7336

PERIOD ENDING

PAGE

1

YOUR TAX PAYER IDENTIFICATION NUMBER

115-38-7336

YOUR ACCOUNT NUMBER

1-7A6886-3-0

PERIOD ENDING

PAGE

1

YOUR TAX PAYER IDENTIFICATION NUMBER

115-38-7336

YOUR ACCOUNT NUMBER

1-7A6886-3-0

PERIOD ENDING

PAGE

1

YOUR TAX PAYER IDENTIFICATION NUMBER

115-38-7336

YOUR ACCOUNT NUMBER

1-7A6886-3-0

PERIOD ENDING

PAGE

1

YOUR TAX PAYER IDENTIFICATION NUMBER

115-38-7336

YOUR ACCOUNT NUMBER

1-7A6886-3-0

PERIOD ENDING

PAGE

1

YOUR TAX PAYER IDENTIFICATION NUMBER

115-38-7336

YOUR ACCOUNT NUMBER

1-7A6886-3-0

PERIOD ENDING

PAGE

1

YOUR TAX PAYER IDENTIFICATION NUMBER

115-38-7336

YOUR ACCOUNT NUMBER

1-7A6886-3-0

PERIOD ENDING

PAGE

1

YOUR TAX PAYER IDENTIFICATION NUMBER

115-38-7336

YOUR ACCOUNT NUMBER

1-7A6886-3-0

PERIOD ENDING

PAGE

1

YOUR TAX PAYER IDENTIFICATION NUMBER

115-38-7336

YOUR ACCOUNT NUMBER

1-7A6886-3-0

PERIOD ENDING

PAGE

1

YOUR TAX PAYER IDENTIFICATION NUMBER

115-38-7336

YOUR ACCOUNT NUMBER

1-7A6886-3-0

PERIOD ENDING

PAGE

1

YOUR TAX PAYER IDENTIFICATION NUMBER

115-38-7336

YOUR ACCOUNT NUMBER

1-7A6886-3-0

PERIOD ENDING

PAGE

1

YOUR TAX PAYER IDENTIFICATION NUMBER

115-38-7336

YOUR ACCOUNT NUMBER

1-7A6886-3-0

PERIOD ENDING

PAGE

1

YOUR TAX PAYER IDENTIFICATION NUMBER

115-38-7336

YOUR ACCOUNT NUMBER

1-7A6886-3-0

PERIOD ENDING

PAGE

1

YOUR TAX PAYER IDENTIFICATION NUMBER

115-38-7336

YOUR ACCOUNT NUMBER

1-7A6886-3-0

PERIOD ENDING

PAGE

1

YOUR TAX PAYER IDENTIFICATION NUMBER

115-38-7336

YOUR ACCOUNT NUMBER

1-7A6886-3-0

PERIOD ENDING

PAGE

1

YOUR TAX PAYER IDENTIFICATION NUMBER

115-38-7336

YOUR ACCOUNT NUMBER

1-7A6886-3-0

PERIOD ENDING

PAGE

1

YOUR TAX PAYER IDENTIFICATION NUMBER

115-38-7336

YOUR ACCOUNT NUMBER

1-7A6886-3-0

PERIOD ENDING

PAGE

1

YOUR TAX PAYER IDENTIFICATION NUMBER

115-38-7336

YOUR ACCOUNT NUMBER

1-7A6886-3-0

PERIOD ENDING

PAGE

1

YOUR TAX PAYER IDENTIFICATION NUMBER

115-38-7336

YOUR ACCOUNT NUMBER

1-7A6886-3-0

PERIOD ENDING

PAGE

1

YOUR TAX PAYER IDENTIFICATION NUMBER

115-38-7336

YOUR ACCOUNT NUMBER

1-7A6886-3-0

PERIOD ENDING

PAGE

1

YOUR TAX PAYER IDENTIFICATION NUMBER

115-38-7336

YOUR ACCOUNT NUMBER

1-7A6886-3-0

PERIOD ENDING

PAGE

1

YOUR TAX PAYER IDENTIFICATION NUMBER

115-38-7336

YOUR ACCOUNT NUMBER

1-7A6886-3-0

PERIOD ENDING

PAGE

1

YOUR TAX PAYER IDENTIFICATION NUMBER

115-38-7336

YOUR ACCOUNT NUMBER

1-7A6886-3-0

PERIOD ENDING

PAGE

1

YOUR TAX PAYER IDENTIFICATION NUMBER

115-38-7336

YOUR ACCOUNT NUMBER

1-7A6886-3-0

PERIOD ENDING

PAGE

1

YOUR TAX PAYER IDENTIFICATION NUMBER

115-38-7336

YOUR ACCOUNT NUMBER

1-7A6886-3-0

PERIOD ENDING

PAGE

1

YOUR TAX PAYER IDENTIFICATION NUMBER

115-38-7336

YOUR ACCOUNT NUMBER

1-7A6886-3-0

PERIOD ENDING

PAGE

1

YOUR TAX PAYER IDENTIFICATION NUMBER

115-38-7336

YOUR ACCOUNT NUMBER

1-7A6886-3-0

PERIOD ENDING

PAGE

1

YOUR TAX PAYER IDENTIFICATION NUMBER

115-38-7336

YOUR ACCOUNT NUMBER

1-7A6886-3-0

PERIOD ENDING

PAGE

1

YOUR TAX PAYER IDENTIFICATION NUMBER

115-38-7336

YOUR ACCOUNT NUMBER

1-7A6886-3-0

PERIOD ENDING

PAGE

1

YOUR TAX PAYER IDENTIFICATION NUMBER

115-38-7336

YOUR ACCOUNT NUMBER

1-7A6886-3-0

PERIOD ENDING

PAGE

1

YOUR TAX PAYER IDENTIFICATION NUMBER

115-38-7336

YOUR ACCOUNT NUMBER

1-7A6886-3-0

PERIOD ENDING

PAGE

1

YOUR TAX PAYER IDENTIFICATION NUMBER

115-38-7336

YOUR ACCOUNT NUMBER

1-7A6886-3-0

PERIOD ENDING

PAGE

1

YOUR TAX PAYER IDENTIFICATION NUMBER

115-38-7336

YOUR ACCOUNT NUMBER

1-7A6886-3-0

PERIOD ENDING

PAGE

1

THE C&L BRODSKY FAMILY TRUST

This DECLARATION OF TRUST is made this May 17, 2005, by **Lewis C. Brodsky** and **Cathy-Jane Brodsky**, who as "TRUSTORS" have created this Trust and who are also the first "CO-TRUSTEES" of this Trust. **Lewis C. Brodsky** and **Cathy-Jane Brodsky** hereby bind themselves in their separate capacities as TRUSTORS and CO-TRUSTEES (and their successors-in-Trust) in accordance with the terms and conditions contained in this Declaration of Trust, including any amendments thereto. This Trust shall be known as "The C&L Brodsky Family Trust, dated May 17, 2005."

ARTICLE I

TRANSFER OF PROPERTY TO TRUSTEE

A. Transfer of Property. The TRUSTORS hereby transfer and deliver to the CO-TRUSTEES ten dollars (\$10) together with the property, insurance policies and/or proceeds and other assets which may be partially described in Schedules 'A' and 'B' attached hereto.

B. TRUSTEE. Any references in this Declaration of Trust to the 'TRUSTEE' shall refer to the CO-TRUSTEES or sole TRUSTEE serving as such at the relevant time. The TRUSTEE shall have and hold said assets (whether listed in said Schedules or not), and all subsequently acquired income, *in Trust*, pursuant to the terms of this Declaration

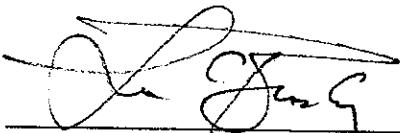
of Trust. The TRUSTEE shall also hold any other property subsequently added to this Trust by the TRUSTORS or as a result of the payment to this Trust of insurance proceeds, or by any other person or from any other source, *in Trust*, and pursuant to the provisions of this Declaration of Trust.

C. Trust Estate. All of the property held by the TRUSTEE pursuant to this Declaration of Trust is hereinafter referred to as the 'Trust Estate,' and shall be held by the TRUSTEE for the uses and purposes, and upon the terms and conditions, set forth in this Declaration of Trust.

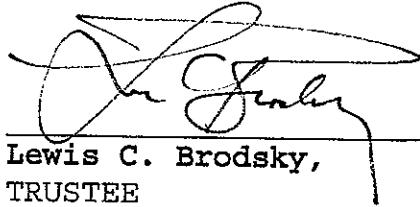
D. Each TRUSTOR Owns One-Half of Trust Assets. It is the intent of TRUSTORS in creating this Trust that, while they are both living, they shall each equitably own an undivided one-half interest in all property subject to the Trust. TRUSTORS are accomplishing this intent by the use of this common trust and by the use (to the extent necessary) of the federal gift tax exemption for transfers between husbands and wives. Therefore, regardless of which TRUSTOR initially acquired any property which is placed in this Trust, or who furnished any or all of the consideration for the property, that TRUSTOR shall, by contribution of the property to this Trust, make an immediate gift of an interest in the property to the other TRUSTOR to the extent necessary so that at all times all Trust property shall be beneficially owned equally by the TRUSTORS during their joint lifetime. In creating this Trust, it is further the intent of TRUSTORS that upon the death of the first of them to die, the deceased TRUSTOR'S beneficial interest in the

Trust Estate shall be exactly equal to that of the surviving TRUSTOR. TRUSTORS, therefore, are transferring to themselves as the initial TRUSTEES, certain property, which may for convenience be listed in the attached Schedule 'A'. The TRUSTEES shall hold such property and any other property which the TRUSTEES may acquire from either of the TRUSTORS or from other sources, all of which is referred to collectively as the 'Trust Estate,' in Trust, upon the following terms:

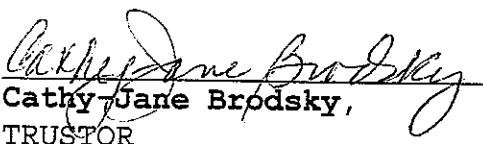
IN WITNESS WHEREOF, this Declaration of Trust has been
duly executed as of May 17, 2005.



Lewis C. Brodsky,
TRUSTOR



Lewis C. Brodsky,
TRUSTEE

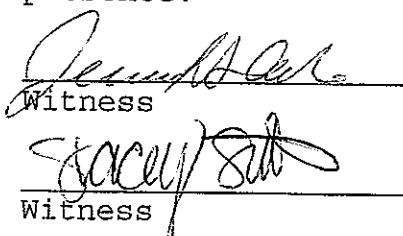


Cathy-Jane Brodsky,
TRUSTOR

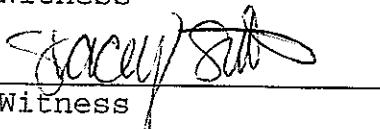


Cathy-Jane Brodsky,
TRUSTEE

The declarants signed the foregoing document in our
presence.



Witness



Witness

7601 Lewinsville Rd. Suite 410
McLean, Virginia

7601 Lewinsville Rd. Suite 410
McLean, Virginia

NOTARIZATION

COMMONWEALTH OF VIRGINIA)

) ss.

COUNTY OF FAIRFAX)

On this May 17, 2005, Lewis C. Brodsky and Cathy-Jane Brodsky, known to me (or satisfactorily identified) to be the persons named in the foregoing instrument, personally appeared before me, a Notary Public, within and for the Commonwealth and County aforesaid, and acknowledged that they freely and voluntarily executed the same for the purposes stated therein. In addition Jennifer S. Adkins and Stacey Swift appeared and acknowledged that they voluntarily affixed their signatures hereto as witnesses. I further attest that Lewis C. Brodsky and Cathy-Jane Brodsky appear to be of sound mind and not under or subject to duress, fraud, or undue influence.



Notary Public

My Commission Expires:

NOTARY SEAL

DAMIAN J. O'CONNOR
NOTARY PUBLIC COMMONWEALTH OF VIRGINIA
My Commission Expires June 30, 2006